

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																													
NATURE OF CONVEYANCE:	SECURITY INTEREST																																													
CONVEYING PARTY DATA																																														
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Registration Number:	2786526	BASKIN 31 ROBBINS SMOOTH & CREAMY HARD CANDY
Registration Number:	1371672	BASKIN-ROBBINS
Registration Number:	1185045	BASKIN-ROBBINS
Registration Number:	2289966	BASKIN-ROBBINS FLAVORS
Registration Number:	3003845	BOBSLED BROWNIE
Serial Number:	78336357	BOX OF CHOCOLATES
Registration Number:	2774702	CAPPUCCINO BLAST
Registration Number:	1709444	CHILLY BURRRGER
Serial Number:	78603694	CHIP OFF THE OLE CHEESECAKE
Serial Number:	78604464	CHIPPY TRAILS
Registration Number:	2506332	CHOCOLATE BLAST
Registration Number:	1344856	CHOCOLATE MOUSSE ROYALE
Registration Number:	1807776	
Registration Number:	1835784	
Registration Number:	2256959	EXPERIENCE THE FLAVOR SENSATION
Serial Number:	78597820	FABULICIOUS SHAKES
Serial Number:	78567301	FLAVOR FANATICS
Serial Number:	78576059	FLAVOR FANATICS
Serial Number:	78574037	FLAVOR FANATICS
Registration Number:	2602561	FREEZE FRAME
Serial Number:	78194703	FROSTY COWS
Registration Number:	2919073	GOLD MEDAL RIBBON
Serial Number:	78536749	HAPPINESS SERVED DAILY
Registration Number:	1457654	HURRICONE
Registration Number:	1453382	INTERNATIONAL CREAMS
Registration Number:	2738810	JAMMIN' JAMOCA
Registration Number:	1406983	JAMOCA
Registration Number:	974405	JAMOCA
Registration Number:	2509367	JAMOCA
Registration Number:	2761990	JAMOCA ALMOND FUDGE
Registration Number:	2798811	LOTTA CHOCOLATE CHIP
Serial Number:	78740491	LOVE GONE SOUR
Registration Number:	3007377	LOVE POTION #31
Serial Number:	78740490	MAUI BROWNIE MADNESS
Registration Number:	3030448	MINTOPIA BLAST

Serial Number:	78290895	MOCHA CHOCOLOTTA CHIP SHAKE
Registration Number:	2983039	QUARTERBACK CRUNCH
Registration Number:	2147973	RASPBERRY CHEESE LOUISE
Serial Number:	78604470	RAZZA DAZZA CHIP
Serial Number:	78626260	TAKE ME TO MY HAPPY PLACE
Registration Number:	2778038	TANGANILLA
Registration Number:	2683536	TAX CRUNCH
Registration Number:	2799487	TRIPLE-LAYER SHAKES
Registration Number:	2086690	TRULY FREE
Serial Number:	78406577	WHO WANTS SOME ICE CREAM?
Registration Number:	2917497	WINTER WHITE CHOCOLATE
Registration Number:	1400583	WORLD CLASS
Serial Number:	78408003	TRUFFLE IN PARADISE

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 455-7609
 Email: ksolomon@stblaw.com
 Correspondent Name: Kirstie Howard, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509335/0914
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	03/02/2006

Total Attachments: 9
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of March 1, 2006 is made by Baskin-Robbins Incorporated, a Delaware corporation, located at 130 Royall Street, Canton, Massachusetts 02021 (the "Obligor"), in favor of JPMorgan Chase Bank, N.A., a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of March 1, 2006 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Dunkin' Brands Acquisition, Inc., a Delaware corporation ("DB Acquisition") (to be merged with and into Dunkin' Brands, Inc., the "Company"), and the Overseas Revolver Borrowers from time to time a party thereto (together with the Company, the "Borrowers"), Dunkin' Brands Holdings, Inc., a Delaware corporation ("Holdings"), Dunkin' Brands, Inc., a Delaware corporation, the Lenders, the Agent, Citigroup Global Markets Inc., Deutsche Bank Trust Company Americas, and Morgan Stanley Senior Funding, Inc., as Co-Documentation Agents, and Lehman Commercial Paper Inc., as Syndication Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, DB Acquisition, Holdings, Dunkin' Brands, Inc., Obligor and certain other subsidiaries of Dunkin' Brands, Inc. have executed and delivered an Intellectual Property Security Agreement, dated as of March 1, 2006, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Intellectual Property Security Agreement");

WHEREAS, pursuant to the Intellectual Property Security Agreement, Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrowers pursuant to the Credit Agreement, Obligor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Intellectual Property Security Agreement.

SECTION 2. Grant of Security Interest. Obligor hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all of Obligor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Intellectual Property Security Agreement and is expressly subject to the terms and conditions thereof. The Intellectual Property Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

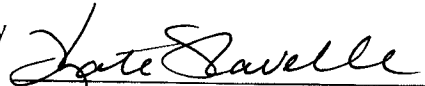
SECTION 4. Acknowledgment. Obligor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Intellectual Property Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Intellectual Property Security Agreement, the terms of the Intellectual Property Security Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BASKIN-ROBBINS INCORPORATED,

by



Name: Kate Lavelle

Title: Chief Financial Officer

JPMORGAN CHASE BANK, N.A., as
Administrative Agent for the Lenders

by

Name:

Title:

Grant of Security Interest in Trademark Rights

TRADEMARK
REEL: 003257 FRAME: 0816

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BASKIN-ROBBINS INCORPORATED,

by

Name:

Title:

JPMORGAN CHASE BANK, N.A., as
Administrative Agent for the Lenders

by

Name:

Title:


BARRY BERGMAN
MANAGING DIRECTOR

Grant of Security Interest in Trademark Rights

TRADEMARK
REEL: 003257 FRAME: 0817

ACKNOWLEDGMENT

STATE OF Massachusetts)
) ss
COUNTY OF Norfolk)

On the 27 day of February, 2006, before me personally came Kate S. Lawelle, who is personally known to me to be the CFO of Baskin-Robbins Incorporated, a Delaware corporation; who, being duly sworn, did depose and say that she/he is the CFO in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



(PLACE STAMP AND SEAL ABOVE)

Karen J. Fabrik
Notary Public

Grant of Security Interest in Trademark Rights

TRADEMARK
REEL: 003257 FRAME: 0818

ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss
COUNTY OF BRONX)

On the 28th day of February, 2006, before me personally came Barry Bregman, who is personally known to me to be the MANAGING DIRECTOR of IPMORGAN, a _____ corporation; who, being duly sworn, did depose and say that she/he is the MANAGING DIRECTOR in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Ranessa Pitt
Notary Public

(PLACE STAMP AND SEAL ABOVE)

RANESHA PITT
Notary Public, State of New York
No. 01PI6046637
Qualified in Bronx County
Commission Expires August 14, 2006

Grant of Security Interest in Trademark Rights

TRADEMARK
REEL: 003257 FRAME: 0819

SCHEDULE A**U.S. Trademark Registrations and Applications**

<u>Trademark</u>	<u>Registration or Application Number</u>
31	845,118
31	796,902
31 BASKIN-ROBBINS HORIZONTAL LOGO	2,282,002
31 (IN OVAL COIL DEVICE)	710,670
31 LOGO (1995)	1,761,925
4 FLAVORS 4 MONTHS Logo in Black & White	78/481,808
4 FLAVORS 4MONTHS Logo in Color	78/518,215
AMERICA'S BIRTHDAY CAKE	2,734,865
ARE YOU BOLD?	78/568,230
BASEBALL NUT	78/352,904
BASKIN 31 ROBBINS LOGO	1,783,116
BASKIN 31 ROBBINS LOGO	78/507,174
BASKIN 31 ROBBINS Logo in color	78/507,196
BASKIN 31 ROBBINS Logo in color	3,035,845
BASKIN 31 ROBBINS SMOOTH & CREAMY HARD CANDY (Stylized)	2,786,526
BASKIN-ROBBINS	1,371,672
BASKIN-ROBBINS	1,185,045
BASKIN-ROBBINS FLAVORS DESIGN (LOGO)	2,289,966
BOBSLED BROWNIE	3,003,845
BOX OF CHOCOLATES	78/336,357
CAPPUCCINO BLAST	2,774,702
CHILLY BURRRGER LOGO	1,709,444
CHIP OFF THE OLE CHEESECAKE	78/603,694
CHIPPY TRAILS	78/604,464
CHOCOLATE BLAST	2,506,332
CHOCOLATE MOUSSE ROYALE	1,344,856
DOTS (LARGE & SMALL PINK & GREY)	1,807,776

DOTS (LARGE & SMALL PINK & GREY)	1,835,784
EXPERIENCE THE FLAVOR SENSATION	2,256,959
FABULICIOUS SHAKES	78/597,820
FLAVOR FANATICS	78/567,301
FLAVOR FANATICS Logo in Black & White	78/576,059
FLAVOR FANATICS Logo in color	78/574,037
FREEZE FRAME	2,602,561
FROSTY COWS	78/194,703
GOLD MEDAL RIBBON	2,919,073
HAPPINESS SERVED DAILY	78/536,749
HURRICONE	1,457,654
INTERNATIONAL CREAMS	1,453,382
JAMMIN' JAMOCA	2,738,810
JAMOCA	1,406,983
JAMOCA	974,405
JAMOCA	2,509,367
JAMOCA ALMOND FUDGE	2,761,990
LOTTA CHOCOLATE CHIP	2,798,811
LOVE GONE SOUR	78/740,491
LOVE POTION #31	3,007,377
MAUI BROWNIE MADNESS	78/740,490
MINTOPIA BLAST	3,030,448
MOCHA CHOCLOTTA CHIP SHAKE	78/290,895
QUARTERBACK CRUNCH	2,983,039
RASPBERRY CHEESE LOUISE	2,147,973
RAZZA DAZZA CHIP	78/604,470
TAKE ME TO MY HAPPY PLACE	78/626,260
TANGANILLA	2,778,038
TAX CRUNCH	2,683,536
TRIPLE-LAYER SHAKES	2,799,487
TRUFFLE IN PARADISE	78/408,003
TRULY FREE	2,086,690
WHO WANTS SOME ICE CREAM?	78/406,577
WINTER WHITE CHOCOLATE	2,917,497

WORLD CLASS	1,400,583
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